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| In re | : |
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| DELPHI CORPORATION, <u>et al.</u> , | : |
| | : |
| | Debtors. |
| | : |
| | -----X |

("MAYER, BROWN RETENTION ORDER")

Upon the application, dated April 21, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Mayer, Brown, Rowe & Maw LLP ("Mayer, Brown") as special information technology outsourcing counsel to the Debtors; and upon the Declaration And Disclosure Of Paul J.N. Roy In Support Of Application For Entry Of Order Under 11 U.S.C. §§ 327(e) And 1107(b) Authorizing Employment And Retention Of Mayer, Brown, Rowe & Maw LLP As Special Information Technology Outsourcing Counsel To The Debtors Nunc Pro Tunc To February 1, 2006 (the "Roy Declaration"); and this Court being satisfied with the representations made in the Application and the Roy Declaration that Mayer, Brown does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Mayer, Brown is to be employed, and that Mayer, Brown's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has

been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Mayer, Brown as their special information technology outsourcing counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of February 1, 2006.
3. Mayer, Brown shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
May _____, 2006

UNITED STATES BANKRUPTCY JUDGE